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*Proposed Counsel for Debtors and
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:
Powin, LLC, *et al.*,¹
Debtors.

Chapter 11
Case No. 25-16137 (MBK)
(Jointly Administered)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [22495]; and (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

**NOTICE OF FILING OF STALKING HORSE APA,
AMENDED ORDER APPROVING BIDDING PROCEDURES ORDER, AND
AMENDED BIDDING PROCEDURES**

PLEASE TAKE NOTICE that on July 1, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of the Debtors for Entry of an Order (I) Designating a Stalking Horse Bidder and Approving Stalking Horse Bidder Protections (II) Approving Bidding Procedures by Which Interested Parties May Bid and an Auction Sale Format in Connection with the Sale of Substantially All of the Debtors’ Assets, (III) Approving Form of Asset Purchase Agreement, (IV) Approving Form of Notice to be Provided to Interested Parties, (V) Authorizing the Assumption and Assignment of Assumed Contracts and Notice Procedures Thereto, (VI) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder, and (VII) Authorizing the Sale of Debtors’ Property Free and Clear of All Causes of Action and Claims* (the “Bidding Procedures Motion”) [Docket No. 228]. Attached as Exhibit A to Bidding Procedures Motion was a proposed order (the “Bidding Procedures Order”) and proposed bidding procedures (the “Bidding Procedures”), which were Exhibit 1 to the Bidding Procedures Order [Docket No. 228-1].

PLEASE TAKE FURTHER NOTICE that on July 3, 2025, the Debtors filed a *Notice of Amended Filing Date For Stalking Horse APA, Filing of Amended Order Approving Bidding Procedures Order and Amended Bidding Procedures* [Docket No. 257], amending the Bidding Procedures Order and Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that the Debtors and FlexGen Power Systems, LLC (“FlexGen”) have entered into an Asset Purchase Agreement (the “Stalking Horse APA”), under which FlexGen agrees to purchase the Debtors’ assets, as described in the Stalking Horse APA. A true and correct copy of the Stalking Horse APA is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the Debtors have amended the Bidding Procedures Order and Bidding Procedures to designate FlexGen as the Stalking Horse Bidder. A true and correct copy of the amended Bidding Procedures Order, which attaches the amended Bidding Procedures as Exhibit 1, is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that a true and correct copy of a redline reflecting the changes made to the version of the Bidding Procedures Order and Bidding Procedures that were filed with the Court is attached hereto as **Exhibit C**.

[Signature page to follow]

Dated: July 7, 2025

DENTONS US LLP

/s/ Lauren Macksoud

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